

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

BP AMOCO CHEMICAL COMPANY,)	
)	
Plaintiff/Counter-Defendant,)	
)	
v.)	
)	
FLINT HILLS RESOURCES, LLC,)	
)	
Defendant/Counter-Plaintiff,)	No. 05 C 5661
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)	
FLINT HILLS RESOURCES, LLC.,)	Judge Amy J. St. Eve
)	
Third-Party Plaintiff,)	
)	
v.)	
)	
BP CORPORATION NORTH AMERICA INC.,)	
)	
Third-Party Defendant.)	
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**MOTION OF BP AMOCO CHEMICAL COMPANY AND BP CORPORATION NORTH
AMERICA INC. FOR LEAVE TO FILE BRIEFS IN EXCESS OF FIFTEEN PAGES**

BP Amoco Chemical Company (“BP Amoco”) and BP Corporation North America Inc. (“BPCNA”) respectfully move the Court for leave to file reply briefs in excess of fifteen pages in support of their: (1) motion for summary judgment on FHR’s condition-of-asset claims; and (2) motion for summary judgment on FHR’s production capacity claim. BP Amoco and BPCNA seek leave to file a 20-page reply brief in support of each motion. These two reply briefs are due to be filed on February 5, 2009.

In further support of this motion, BP Amoco and BPCNA state as follows:

1. This case involves 59 different and distinct claims by FHR seeking a total of \$180 million or more in compensatory damages. The crux of FHR’s claims is that BP Amoco sold it a

mechanically deficient chemical plant that allegedly does not produce three chemicals in the amount that FHR contends it should, and that BP Amoco allegedly breached the parties' Purchase and Sale Agreement and committed fraud in doing so.

2. The chemical plant at issue covers over 200 acres and contains thousands of different pieces of machinery and equipment. FHR's 59 claims relate to dozens of different pieces of equipment and involve complex engineering and environmental issues. The claims involve different pieces of equipment, different production units, different contractual warranties, different engineering disciplines, different documents and different witnesses.

3. The size and complexity of the issues in this case are reflected in the extensive discovery conducted by the parties since September 2005. For example, the parties collectively produced over 1.4 million pages of hard-copy documents and 484,000 electronic documents. FHR disclosed over 100 individuals with knowledge of its claims and approximately 115 fact witnesses and 20 expert witnesses have been deposed. At these depositions, over 2,800 documents have been marked as exhibits.

4. On November 12, 2008, BP Amoco and BPCNA filed two separate motions for partial summary judgment. Rather than file separate motions on each of FHR's different claims, one motion collectively addresses FHR's 44 individual condition-of-asset and its 2 maintenance-and-capital spending claims. These 46 separate claims seek a total of at least \$123 million in compensatory damages. The Court (Judge Gottschall presiding) granted BP Amoco and BPCNA leave to file a 28-page memorandum supporting this motion.

5. The second partial summary judgment motion filed by BP Amoco and BPCNA on November 12, 2008 addressed FHR's production capacity claim. This claim alleges that the

production capacity of the plant was not as allegedly represented by BP Amoco. This claim alone seeks up to \$62 million or more in compensatory damages.

6. On December 29, 2008, FHR sought leave to file briefs totaling 45 pages in combined length in response to BP Amoco and BPCNA's two motions for partial summary judgment described above. In the same request, FHR also sought leave to file more than forty separately numbered statements of additional facts in support of its responses. The Court (Judge Norgle, presiding) granted FHR leave on both of its requests.

7. On January 5, 2009, FHR filed response briefs totaling 45 total pages in combined length in support of its opposition to BP Amoco and BPCNA's motions. FHR also filed a total of 129 separately numbered statements of additional alleged facts (comprised of 60 pages) in response to BP Amoco and BPCNA's motions.

8. As a result of the number of different claims at issue, the factual record relating to each claim, and the length of FHR's response briefs and additional alleged facts, additional pages are necessary to fully advise the Court of the factual and legal grounds for granting partial summary judgment on FHR's condition-of-asset, maintenance-and-capital spending, and production capacity claims.

9. Counsel for BP Amoco and BPCNA has conferred with FHR's counsel, who has stated that FHR opposes this motion.

WHEREFORE, BP Amoco and BPCNA respectfully request leave to file reply briefs of no more than 20 pages each in support of their Motion For Partial Summary Judgment With Respect To Condition Of Assets And Spending Claims and their Motion For Partial Summary Judgment With Respect To FHR's "Production Capacity" Claims.

DATED: January 30, 2009

Respectfully submitted,

s/Marla Tun Conneely

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CERTIFICATE OF SERVICE

I hereby certify that on January 30, 2009, I caused a true and correct copy of the foregoing to be served electronically via the CM/ECF system on the following:

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s/Marla Tun Conneely